

1 A. That I can't tell.

2 Q. You don't know what was paid out in fiscal year
3 2004?

4 A. No.

5 Q. Correct?

6 A. That's correct.

7 Q. You would agree that fiscal year 2003 was a
8 tough financial fiscal year for CSC, correct?

9 MR. WILSON: Object to the form.

10 A. I would agree with that.

11 Q. You don't have a problem with CSC removing
12 people from AMIP eligibility, do you?

13 MR. WILSON: Object to the form.

14 A. I don't have a problem with CSC modifying their
15 program or evaluating the criteria on an annual basis,
16 removing people or adding people as they see fit.

17 Q. Has that been a trend at the company, to limit
18 the number of people that are eligible for AMIP?

19 A. In the time that I have been with CSC, I have
20 not -- I have not heard of people being removed. I have
21 heard of people being added. It's not to say that they
22 did not remove people. It's only been my experience that
23 I have heard of people being added to the program.

24 Q. Would you agree that directors have greater



1 responsibility than senior managers and managers?

2 MR. WILSON: Object to the form.

3 A. I would agree that they have different
4 responsibilities.

5 Q. Aren't they more significant responsibilities
6 given that they're directors?

7 MR. WILSON: Object.

8 A. I would agree that your responsibilities as you
9 move higher up do increase.

10 (Deposition Exhibit No. 59 was marked for
11 identification.)

12 BY MR. SEEGULL:

13 Q. I'm now showing you what's been marked as
14 Exhibit 59. Do you recognize this?

15 A. Yes, I do.

16 Q. What is it?

17 A. This is the worksheet that was provided to me
18 for fiscal year 2003.

19 Q. This is the completed worksheet, correct?

20 A. Correct.

21 Q. This is the one with all the actual information
22 on it.

23 A. That's correct.

24 Q. And this was provided to you sometime, let's



1 say, in May of 2003?

2 A. May time frame, yes.

3 Q. This is the type of worksheet that would be
4 provided to you each year after the close of the fiscal
5 year.

6 A. This is the type of worksheet that was provided
7 to us in later years of my participation in the program
8 at the end of the fiscal year, yes.

9 Q. You had said previously that this kind of
10 worksheet was provided to you earlier in the fiscal year
11 but without the actuals column being filled out.

12 A. That's correct.

13 (Deposition Exhibit No. 60 was marked for
14 identification.)

15 BY MR. SEEGULL:

16 Q. I'm now showing you what's been marked as
17 Exhibit 60. Do you recognize this?

18 A. Yes.

19 Q. What is it?

20 A. This is a similar worksheet to what was used
21 for the year prior to 2003 for our AMIP worksheet.

22 Q. This is the fiscal year '02 AMIP worksheet?

23 A. Correct.

24 Q. This is, again, the completed worksheet,



1 correct?

2 A. Yes, it is.

3 Q. This has both financial objectives and
4 management objectives and group and personal objectives,
5 correct?

6 A. That is correct.

7 Q. Again, this would have been provided to you
8 earlier in the fiscal year without the actuals filled
9 out.

10 A. It should have been provided. I don't recall
11 if this exact worksheet was. I know that '03 was
12 provided earlier in the year. I can't confirm that '02
13 was.

14 Q. Who do you contend has personal knowledge of
15 any matter related to this case?

16 A. Could you clarify that?

17 Q. Have you told me about all the people that you
18 know of that have any knowledge related to this case?

19 A. It would be anyone who was invited to join the
20 suit that I'm aware of.

21 Q. So the plaintiffs.

22 A. The plaintiffs.

23 Q. Anybody else?

24 A. Anyone else that --



1 Q. That has any knowledge related to this case.

2 A. Anyone else that received a letter regarding --
3 inquiring about this case. I can't speak for anyone else
4 in CSC as to how they may have been notified.

5 Q. Anybody else that would have knowledge about
6 facts that are relevant to this case? Obviously you've
7 talked about Nick Wilkinson. You have talked about
8 Bill Tattle -- Bob Tattle, excuse me. Anybody else that
9 you can think of that you haven't mentioned already that
10 might have knowledge that would be related to this case?

11 A. Only individuals such as Human Resources
12 individuals may or may not have information to the case.

13 Q. I'm only asking about people that you know that
14 do have knowledge.

15 A. No one that I have spoken to. I know my
16 supervisor does have knowledge of the case because she
17 reports to Nick Wilkinson.

18 Q. Who is your supervisor?

19 A. Christine Lewis.

20 Q. What knowledge does she have?

21 A. The only knowledge that I believe she has is
22 that there is a suit, she knows that Nick was requested
23 to be deposed because she said something to me and I gave
24 her no response.



1 Q. What did she say?

2 A. She just said Nick is being deposed in the case
3 of the lawsuit that you're in.

4 Q. Anybody else that you think has knowledge
5 related to the facts of this case?

6 A. No.

7 Q. Do you have any debts at the present time?

8 A. My mortgage.

9 Q. Anything else?

10 A. I pay my credit cards in full every month.
11 Just my mortgage.

12 Q. Have you now told me everything you know or
13 remember that forms the basis for this case?

14 MR. WILSON: Object to the form.

15 A. I believe so.

16 (Deposition Exhibit No. 61 was marked for
17 identification.)

18 BY MR. SEEGULL:

19 Q. I'm now showing you what's been marked as
20 Exhibit 61. This is an e-mail to you from Van Athanas.
21 Is that correct?

22 A. Yes.

23 Q. You received this in December of '02?

24 A. That's correct.



1 Q. What was he attaching? Was it that worksheet
2 that's contained at Exhibit 60?

3 A. No. He was attaching --

4 Q. 59?

5 A. A blank -- as you were calling the preliminary
6 worksheet for fiscal year 2003.

7 Q. He was attaching a blank version of Exhibit 59?

8 A. Yes. As well as a PowerPoint presentation
9 explaining the various components.

10 Q. Is there anyone you have not mentioned who can
11 support your claims?

12 MR. WILSON: Object to the form.

13 A. No.

14 Q. Is there any other information which you have
15 not mentioned which is relevant to supporting your
16 claims?

17 MR. WILSON: Object to the form.

18 A. Not that I can think of at this time.

19 BY MR. WILSON:

20 Q. Did you have conversations with any supervisor
21 or superior at CSC regarding your eligibility for AMIP?

22 A. Not directly, other than the meetings that we
23 had when we joined where they explained that we were part
24 of the program. And then the last discussion -- let me



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1 step back.

2 We had meetings every year when they
3 discussed our payout. We did not have any other
4 discussions in terms of my participation as to whether or
5 not it would or would not be continued every year until
6 we were -- I was removed from the program.

7 Q. Did your participation in the AMIP program
8 continue?

9 A. Yes.

10 MR. SEEGULL: Objection.

11 Q. Even though there were no communications --

12 MR. SEEGULL: Objection.

13 BY MR. WILSON:

14 Q. Even though there were no direct communications
15 from your supervisor to you that your participation would
16 continue.

17 A. Yes.

18 MR. SEEGULL: Objection.

19 Q. I'd like you to look at Exhibit 53. On page 13
20 that's marked D-10474. In the next-to-last paragraph it
21 states: "The payments are considered pensionable
22 earnings under the DuPont and Conoco pension plans."

23 Did your DuPont bonuses count toward your
24 DuPont pension?



1 A. Yes, they did.

2 Q. Does your CSC compensation go to a DuPont or
3 CSC pension plan? Does it go to a DuPont pension plan?

4 A. I'm eligible for the DuPont pension plan as I
5 came over from DuPont as a former DuPont employee. It is
6 calculable towards a DuPont pension.

7 Q. When you were eligible for the AMIP, did that
8 count towards your DuPont pension?

9 A. Yes, it did.

10 Q. Was this something that was across the board
11 for all the people that came from DuPont to CSC?

12 MR. SEEGULL: Objection. Calls for
13 speculation.

14 MR. WILSON: You can answer.

15 A. When we transitioned from DuPont to CSC, as I
16 mentioned earlier, to bring our compensation levels or
17 our total compensation comparable to what it was at
18 DuPont to what we were going to be earning at CSC, one of
19 the things they offered was a transfer of our DuPont
20 pension and continued eligibility in the DuPont pension
21 plan, and our bonuses were considered pensionable
22 earnings with DuPont and they are considered pensionable
23 earnings in the DuPont plan now as we're still part of
24 that plan.



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1 Q. Did you have the choice between DuPont and
2 CSC's pension plan?

3 A. I believe we still have that choice.

4 Q. I believe you testified that you got a
5 discretionary bonus at one point. Is that correct?

6 A. That's correct.

7 Q. When was that, again?

8 A. That was this past May for fiscal year --
9 excuse me. It will be a year in May. It was for fiscal
10 year '04 -- excuse me. Now I'm being confused with our
11 fiscal year and calendar year. It was for fiscal year
12 '05.

13 Q. Did anybody explain to you why you got the
14 discretionary bonus?

15 A. When we sat down and had our annual review, she
16 went over both participation with the discretionary bonus
17 as to the bonus was given based on performance. It was
18 not alluded to that it was financial performance or
19 anything, but it was based on my annual performance over
20 the course of the year. And also discussed at that time
21 was my annual merit.

22 Q. Is the discretionary bonus an earned bonus?

23 A. Yes, it is.

24 MR. SEEGULL: Objection.



1 Q. Was the AMIP bonus an earned bonus?

2 MR. SEEGULL: Objection.

3 A. Yes, it is.

4 Q. I believe you also testified that you received
5 a prorated bonus when you first came to CSC. Is that
6 correct?

7 A. That's correct.

8 Q. What was the measure that was used to prorate
9 the bonus?

10 A. The bonus was calculated based on the financial
11 objectives of the organization and of the corporation and
12 then it was prorated based on the amount of time that I
13 was employed with CSC from June 1st through the end of
14 the fiscal year, March 31st.

15 Q. By "the amount of time," how was the amount of
16 time measured?

17 A. It was measured in months.

18 Q. How many months was your bonus prorated for
19 that year?

20 A. Nine months.

21 Q. Did you work for CSC a full nine months?

22 A. Yes, I did.

23 Q. Or was it less than nine months?

24 MR. SEEGULL: Objection.



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1 A. I worked for CSC for a full nine months,
2 June 1st through March 31st.

3 Q. I'd like to refer you to Exhibit 56. These
4 three letters, is there a communication in them that your
5 participation in the AMIP program would continue?

6 A. Yes, there is.

7 Q. Did you get a communication similar to this
8 each year that your participation would continue?

9 A. The only communication that I formally received
10 was in the form of a letter such as this when I changed
11 roles or when we were notified of what the program goals
12 were.

13 Q. Did you receive annual communications that your
14 participation would continue?

15 MR. SEEGULL: Objection.

16 MR. WILSON: You can answer.

17 A. I did not receive formal communications every
18 year, no.

19 Q. Did your participation continue despite the
20 lack of this communication?

21 MR. SEEGULL: Objection.

22 A. Yes, it did.

23 Q. I believe you testified earlier that when the
24 AMIP was terminated, that you continued to work as hard



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1 as you could. Is that correct?

2 A. I continued to perform my job as to what was
3 expected of my role and for my objectives.

4 Q. Did anything change after September 11th
5 regarding the performance of your job?

6 MR. SEEGULL: Objection.

7 A. I gave CSC 100 plus percent to do my job. What
8 changed was the extra 10 or 20 percent that I may have
9 done volunteering or going above and beyond that
10 expectation, whether it be volunteering for different pet
11 projects that needed to be done or special assignments
12 that they needed additional people to work on. But
13 nothing changed in how I did my day-to-day activities and
14 how I treated my clients and how I performed my job.

15 Q. Can you look at Exhibit 57? You stated that
16 that's your handwriting at the bottom, correct?

17 A. That's correct.

18 Q. Can you read in the first sentence where it
19 refers to total compensation package?

20 A. "Signing of this document does not constitute
21 acceptance or agreement with the change in the signer's
22 total compensation package."

23 Q. What did you mean by "total compensation
24 package"?



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1 A. I meant that total compensation including base
2 salary, as well as bonuses or any other benefit provided
3 by CSC.

4 Q. Did you consider the AMIP bonus part of your
5 total compensation package?

6 A. Based on the pensionable earnings, absolutely.

7 Q. If you skip a sentence, does the next sentence
8 say, "Signature also assumes current year objectives and
9 KRAs will be set accordingly to reflect the signer's
10 revised total compensation package"? Is that what that
11 reads?

12 A. Yes, it does.

13 Q. What are KRAs?

14 A. Those are areas in which we're measured against
15 our merit performance.

16 Q. Did those pertain to the AMIP bonus?

17 A. As we have discussed earlier, sometimes we had
18 personal objectives, sometimes we did not. We had a very
19 large financial component on the AMIP and occasionally
20 they put our personal objectives in there, as well.

21 Q. Can you explain what that entire sentence
22 means?

23 A. The current year objectives that KRAs, that
24 sentence?



1 Q. Yes.

2 A. Every year objectives are set -- objectives and
3 KRAs are set based on what is expected of us and how
4 our -- expected of us and our performance over the course
5 of the year. For example, and I used it earlier, client
6 satisfaction. In our personal objectives we may have a
7 financial target. In the account management role it
8 might be how much new business you bring into the
9 organization.

10 So my expectation was in the total
11 compensation package and also not knowing at the time
12 what the goals were for the AMIP program, as well as how
13 it would transfer over to our -- how our merit objectives
14 would transfer into the AMIP program, my expectation was
15 that based on the fact that they were altering our total
16 compensation package.

17 Q. Did they?

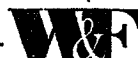
18 A. Nothing changed.

19 Q. Could you look at Exhibit 58? This is your
20 estimated loss calculation, correct?

21 A. Correct.

22 Q. Is there any way you could precisely calculate
23 your damages in this case?

24 A. If I knew what the financial objectives were



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1 and the distribution of those objectives and then what
2 the payout was in terms of -- and I'll use OI as an
3 example. If they were looking to receive a certain
4 percentage of OI and what the achievement was and what
5 that percentage was, absolutely, it could be a very
6 precise calculation. It would fit right into that
7 worksheet format.

8 Q. "That worksheet format," are you referring to
9 Exhibit 59?

10 A. That's correct.

11 Q. Could you look at Exhibit 59?

12 MR. SEEGULL: Are we done with Exhibit 58?

13 MR. WILSON: Yes.

14 BY MR. WILSON:

15 Q. Under the column that says potential
16 weight percent, are those numbers relevant to calculating
17 the AMIP bonus?

18 A. That's how each component is weighted, revenue,
19 OI, margin, etcetera.

20 Q. If you had these percentage numbers, could you
21 precisely calculate your damages?

22 MR. SEEGULL: Objection.

23 A. I would need the potential weight associated,
24 as well as what was achieved.



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1 Q. Is what was achieved reflected on this sheet?

2 A. Yes, it is.

3 Q. Where is that?

4 A. That's two columns to the right that says
5 percentage achieved.

6 Q. What does "MBO Weighting" stand for in the
7 upper part of the exhibit?

8 A. That I'm not sure of.

9 Q. Exhibit 61 is an e-mail from Van Athanas. Who
10 is Van Athanas?

11 A. He was one of the Human Resources directors, I
12 believe, for TMG.

13 Q. What's TMG?

14 A. Technology Management Group. It's one of the
15 groups or one of the organizations within CSC.

16 Q. Did you work in that group?

17 A. Yes.

18 (Deposition Exhibit No. 62 was marked for
19 identification.)

20 BY MR. WILSON:

21 Q. Could you look at Exhibit 62 and let me know
22 when you're done?

23 On the first page, is your AMIP bonus
24 reflected on this page?



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1 A. Yes, it is.

2 Q. Where is that?

3 A. It's listed as "Bonus."

4 Q. Is that \$19,362?

5 A. That's correct.

6 Q. Does that reflect your recollection of the
7 bonus you received in 2001?

8 A. Yes.

9 Q. On the third page, is your AMIP bonus reflected
10 there?

11 A. It's reflected under the same line item,
12 "Bonus."

13 Q. Is that \$19,972?

14 A. That's correct.

15 Q. Does that reflect your recollection of the AMIP
16 bonus you received in 2003?

17 A. That's my best recollection.

18 Q. Just one more, then I'll be done.

19 MR. SEEGULL: Are you looking for a
20 document that was previously marked?

21 MR. WILSON: I believe I am. Did you enter
22 her offer letter?

23 MR. SEEGULL: I'm sure I did. I think
24 that's Exhibit 55.



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1 MR. WILSON: Thanks.

2 BY MR. WILSON:

3 Q. In the paragraph that talks about the AMIP
4 bonus or the management incentive bonus, did you view the
5 availability of this bonus as an incentive to join CSC?

6 MR. SEEGULL: Objection.

7 A. I viewed this as CSC matching my current
8 compensation package that I was receiving in DuPont.
9 When CSC took us over, our jobs were transitioned to
10 DuPont. So we were given the option to find another job
11 or to retain our current positions and join CSC.

12 Q. Was the availability of the AMIP bonus a factor
13 that you took into consideration when you decided to
14 accept the position at CSC?

15 MR. SEEGULL: Objection.

16 A. It was part of my consideration for the whole
17 package, but it did not -- it would not have at the time
18 prevented me from joining CSC as the climate of the job
19 environment, my job was going to CSC whether I went or
20 not. So this was a consideration for my total
21 compensation.

22 But looking back eight years ago, I can't
23 say whether or not I would have not joined CSC if it
24 wasn't there. I wasn't out looking for a job at the



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1 time, if that's what you're asking. But it would not
2 have dissuaded me from turning a job down and then being
3 without a job.

4 Q. Was there anybody that worked in your group not
5 removed from the AMIP program at the time you were?

6 A. As I mentioned earlier when Larry asked the
7 question, I believe there was one individual who was
8 working in my group at the same salary grade who was not
9 removed from the program.

10 Q. Do you know what percent of his eligibility he
11 received --

12 A. No, I do not.

13 Q. -- for fiscal year 2004?

14 A. No, I do not.

15 Q. If you had that number available, would you be
16 able to calculate your AMIP bonus?

17 MR. SEEGULL: Objection. Speculation.

18 A. Yes.

19 Q. For fiscal year 2004?

20 A. Yes.

21 MR. SEEGULL: Objection.

22 MR. WILSON: That's all I have.

23 BY MR. SEEGULL:

24 Q. Ms. Hauck, how much was your discretionary



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1 bonus that you received for fiscal year '05?

2 A. I believe it was \$10,000.

3 MR. SEEGULL: Off the record.

4 (Discussion off the record.)

5 MR. SEEGULL: We had a discussion off the
6 record. There's at least one document or multiple
7 documents --

8 THE WITNESS: It's the same document, three
9 separate fiscal years.

10 BY MR. SEEGULL:

11 Q. Three different versions of this document?

12 A. Yes.

13 Q. So there are three different versions of a
14 document that Ms. Hauck has identified as being an AMIP
15 guide?

16 A. Yes.

17 Q. For the years 1999, 2000, and 2001?

18 A. Fiscal years, yes.

19 Q. For fiscal years '99, 2000, and 2001 that she
20 has in her possession at her house, correct?

21 A. Correct.

22 MR. SEEGULL: And I do not believe that's
23 ever been produced to defendant in this case. Haven't
24 been able to -- I have never seen such a document.



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1 Mr. Wilson tried to figure out whether he
2 had a copy of it and he hasn't identified it yet. So
3 we're leaving this deposition open at this point solely
4 for the purpose of any inquiry related to that document.
5 And once I see the document, we will evaluate whether or
6 not we need to resume the deposition and how we go about
7 resuming it if we do need to resume.

8 Thank you.

9 (The deposition was adjourned at 1:30 p.m.)

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1 T E S T I M O N Y

2 DEPONENT: DAWN M. HAUCK PAGE
 3 BY MR. SEEGULL..... 871
 4 BY MR. WILSON..... 933
 5 BY MR. SEEGULL..... 946

6 E X H I B I T S

7 DEPOSITION EXHIBIT NO. MARKED
 8 53 - A multi-page document entitled,
 9 "Chemical Group Compensation Programs North
 10 America"..... 874
 11 54 - A multi-page document Bates numbered
 12 D-10370 through D-10386..... 876
 13 55 - A letter dated March 7, 1997, to
 14 Dawn M. Hauck from Dorothy Eltzroth..... 910
 15 56 - Three letters Bates numbered
 16 Miller 124, 125, and 123..... 913
 17 57 - A letter dated September 11, 2003,
 18 to Dawn Hauck from Robert Tattle..... 922
 19 58 - A document entitled, "AMIPs Loss
 20 Calculation for Dawn Hauck..... 925
 21 59 - A two-page document entitled, "Fiscal
 22 Year 2003 AMIP"..... 928
 23 60 - A two-page document entitled, "FY02
 24 AMIP Worksheet"..... 929
 61 - A printout of an e-mail dated
 12/11/2002 to Dawn M. Hauck from Van Athanas... 932
 62 - Three documents Bates numbered D-11392,
 D-11421, and D-11447..... 943
 ERRATA SHEET/DEPONENT'S SIGNATURE PAGE 950
 CERTIFICATE OF REPORTER PAGE 951



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REPLACE THIS PAGE

WITH THE ERRATA SHEET

AFTER IT HAS BEEN

COMPLETED AND SIGNED

BY THE DEPONENT



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CERTIFICATE OF REPORTER

STATE OF DELAWARE)

)

NEW CASTLE COUNTY)

I, Kimberly A. Hurley, Registered Professional Reporter and Notary Public, do hereby certify that there came before me on the 2nd day of March, 2006, the deponent herein, DAWN M. HAUCK, who was duly sworn by me and thereafter examined by counsel for the respective parties; that the questions asked of said deponent and the answers given were taken down by me in Stenotype notes and thereafter transcribed by use of computer-aided transcription and computer printer under my direction.

I further certify that the foregoing is a true and correct transcript of the testimony given at said examination of said witness.

I further certify that I am not counsel, attorney, or relative of either party, or otherwise interested in the event of this suit.

Kimberly A. Hurley

Certification No. 126-RPR

(Expires January 31, 2008)

DATED:



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B-0971

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

BRIAN MILLER, HECTOR CALDERON,)
CHARLES FOLWELL, DAWN M.)
HAUCK, KEVIN KEIR, ASHBY)
LINCOLN, KAREN MASINO, ROBERT)
W. PETERSON, SUSAN M. POKOISKI,)
DAN P. ROLLINS, and WILLIAM)
SPERATI,)

Plaintiffs,)

v.)

C.A. No. 05-10-JJF)

COMPUTER SCIENCES CORPORATION,)

Defendant.)

Deposition of SUSAN J. ELTZROTH taken pursuant to notice at the law offices of Margolis Edelstein, 1509 Gilpin Avenue, Wilmington, Delaware, beginning at 1:05 p.m., on Friday, March 31, 2006, before Kimberly A. Hurley, Registered Merit Reporter and Notary Public.

APPEARANCES:

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1 DOROTHY J. ELTZROTH,
2 the witness herein, having first been
3 duly sworn on oath, was examined and
4 testified as follows:

5 BY MR. WILSON:

6 Q. Good afternoon, Ms. Eltzroth. We met prior to
7 the deposition, but I'd like to introduce myself again.
8 My name is Tim Wilson. I'm the attorney for the
9 plaintiffs in this case, Miller versus Computer Sciences
10 Corporation. Just initially, I'd like to explain to you
11 that I may refer to Computer Sciences as CSC, and you
12 would understand that that's what I'm referring to?

13 A. Yes.

14 Q. There are a couple instructions that are
15 customary prior to a deposition just to kind of let you
16 know how it's going to go. I'm going to ask you
17 questions pertaining to this lawsuit, and you have to
18 answer verbally. That's so the court reporter can take
19 your responses down. Obviously she can't take down head
20 nods and other nonverbal communications.

21 As you know, your testimony is under oath,
22 so you must answer truthfully.

23 If you don't hear a question or don't
24 understand it, let me know and I'll ask it again or I'll



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1 explain it.

2 In order to make the record clear, I ask
3 that you wait until I finish asking a question before you
4 start to answer, and I will try to wait until you finish
5 your answer before I ask. That way, it makes the
6 transcript clean and easily readable.

7 If at any time during the deposition you
8 realize that a statement that you made was inaccurate or
9 incorrect, you're allowed to correct yourself, and I
10 encourage you to do so.

11 You cannot talk or confer with your
12 attorney during the deposition, either in here or during
13 breaks, unless it pertains to a matter of privilege.

14 If you need a break, just let me know. I
15 understand you have a cold. If you need a break to go do
16 whatever, it's perfectly fine. I encourage you don't be
17 afraid to ask me for a break. That's perfectly fine.

18 A. Thank you.

19 Q. Do you understand these instructions?

20 A. Yes, I do.

21 Q. I'd like to just get some background
22 information just to get us going. Where were you born,
23 and what was your birth date?

24 A. I was born in Corpus Christi, Texas. My birth



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1 date is July 9th, 1953.

2 Q. Your Social Security number?

3 A. 464-02-9980.

4 Q. What is your current address?

5 A. 219 Thomas Jefferson Terrace, Elkton, Maryland,
6 21921.

7 Q. How long have you lived there?

8 A. About two years, two and a half years.

9 Q. Do you own your house?

10 A. Yes.

11 Q. Have you ever been arrested?

12 A. No.

13 Q. Did you serve in the military?

14 A. No.

15 Q. Did you go to college?

16 A. Yes.

17 Q. Where did you go to college?

18 A. University of Houston.

19 Q. Did you get a degree?

20 A. Yes.

21 Q. What was that degree?

22 A. B.S. degree.

23 Q. In what course of study?

24 A. Industrial psychology.



1 Q. Did you graduate with honors or did you receive
2 any honors?

3 A. No.

4 Q. Did you do any postgraduate work?

5 A. Yes.

6 Q. Where did you do that?

7 A. Houston Baptist University.

8 Q. Did you get a degree?

9 A. Yes.

10 Q. What was that?

11 A. M.S. in human resources management.

12 Q. Any further graduate work?

13 A. No.

14 Q. Have you received any significant on-the-job
15 training since you've been out of college and grad
16 school?

17 A. You might need to explain "significant."

18 Q. Well, have you taken any courses say more than
19 a day or two since you've gotten out of grad school?

20 A. I would say no. It's just normal business
21 continuous learning when we have an opportunity to do
22 that.

23 Q. Are you presently employed by CSC?

24 A. Yes.



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1 A. Yes.

2 Q. Do you recall what documents those were?

3 A. There was a description of the CSC AMIP plan I
4 think were three of the documents.

5 Q. Do you recall any of the others?

6 A. No.

7 Q. Did you review any of the deposition
8 transcripts given by the plaintiffs in this lawsuit?

9 A. No.

10 Q. Did you talk to anybody other than your
11 attorney to prepare for this deposition?

12 A. No.

13 Q. Have you talked to anybody in general about
14 this lawsuit not in preparation for the deposition?

15 A. I talked with a coworker.

16 Q. Who was that?

17 A. Jim Styles.

18 Q. What was your conversation about?

19 A. If he was going to be deposed on the same date
20 as I was scheduled to be.

21 Q. Did you discuss what your testimony might be?

22 A. No.

23 Q. When did this occur?

24 A. The conversation?



1 Q. What's your job title?

2 A. Director Human Resources, Shared Services,
3 Employee Relations, and Affirmative Action.

4 Q. That's a long one.

5 A. That's a long title.

6 Q. How long have you held that title?

7 A. Since 2002.

8 Q. What did you do before that?

9 A. I was HR director for the Chemical Group.

10 Q. How long were you in that position?

11 A. Since 1997.

12 Q. How long have you worked for CSC altogether?

13 A. Since 1991.

14 Q. What did you do to prepare for today's
15 deposition, if anything?

16 A. I met with counsel, Larry Seegull, for a few
17 hours.

18 Q. When was that?

19 A. Wednesday of this week.

20 Q. When you say "a few hours," do you mean two,
21 three?

22 A. I think it was about three hours. Three or
23 four hours.

24 Q. Did you review any documents?



1 Q. Yes.

2 A. I don't know precisely. It was probably around
3 the first part of March.

4 Q. It was just one discussion?

5 A. Yes.

6 Q. Are you aware of the lawsuit that is the reason
7 for this deposition; in other words, do you understand
8 what the lawsuit is about?

9 A. Vaguely.

10 Q. Can you give me your understanding of what the
11 lawsuit's about?

12 A. I understand there are multiple individuals and
13 that the basis is around the Annual Management Incentive
14 Plan and that there was a decision made to have these
15 individuals no longer eligible to participate in that
16 plan.

17 Q. Do you understand that, getting further into
18 it, the basis of their lawsuit is they're contending that
19 the bonus was retroactively taken away from them? Do you
20 understand that?

21 A. I hear that.

22 Q. Do you understand that retroactive in this
23 context means that they were told in September of 2003
24 that they would no longer be receiving their AMIP bonus



1 and their eligibility reverted back to April of 2003?

2 MR. SEEGULL: Objection. Mischaracterizes
3 the record.

4 Go ahead, you can answer if you understand
5 his question.

6 A. I understand. I understand that to be the
7 claim. I think that's what you're saying.

8 Q. Based upon your past couple positions with CSC,
9 you have an understanding of CSC's Human Resources
10 policies, correct?

11 A. Fair understanding.

12 Q. You have actually written some of these
13 policies.

14 A. No, I would not say that I have written the
15 policies.

16 Q. Have you contributed to writing to them,
17 writing the policies?

18 A. Some of them.

19 Q. Do you recall which ones?

20 A. I am occasionally asked for review and input.
21 I don't recall specifically which ones.

22 Q. Have you ever reviewed and given input on the
23 AMIP bonus program?

24 A. No.



1 Q. Do you have an understanding as to how the AMIP
2 program works?

3 A. Yes.

4 Q. Can you briefly explain how it works?

5 A. Yes. The program is generally reserved for
6 participation by senior-level individuals, meaning people
7 in senior-level titles. There are financial, as well as
8 individual, objectives. The program is for -- I should
9 say based on a fiscal -- CSC's fiscal year, and the
10 objectives are measured at the end of the year, and the
11 individual is eligible for potential award based on the
12 achievements of those objectives.

13 Q. When you say "fiscal year," can you identify
14 what the fiscal year is at CSC?

15 A. That's April 1 through March 31st.

16 Q. Is the performance of the individual evaluated
17 throughout the fiscal year in the AMIP program in order
18 to receive his AMIP bonus?

19 A. No. The achievement of the objectives is
20 measured at the end of the year.

21 Q. Those objectives, are they contributed to during
22 the fiscal year, the entire fiscal year?

23 A. They could be. Depending upon the objectives
24 and the individual participation.



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1 Q. You were involved in the transition of the
2 DuPont employees to CSC in 1997, correct?

3 A. Yes.

4 Q. When they transitioned over to CSC, their
5 compensation packages were set up to compensate them
6 roughly the same as when they worked for DuPont, correct?

7 A. That's a fair statement.

8 Q. Most of these employees' compensation packages
9 were at least as good at CSC as they were getting at
10 DuPont, correct?

11 A. We tried to construct that, yes.

12 Q. You're aware that the DuPont employees received
13 a bonus while they were working for DuPont, correct?

14 A. Not all of them did, no.

15 Q. Did some of them?

16 A. Yes.

17 Q. Was that bonus the DuPont variable compensation
18 program?

19 A. I think that that was probably a term referred
20 to in at least one of the bonus programs. My
21 understanding was that DuPont had several.

22 Q. When these employees transitioned to CSC, some
23 of them were given the AMIP or were told they were
24 eligible for the AMIP bonus program, correct?



1 A. Some were, yes.

2 Q. Were these the same individuals that, while
3 they were at DuPont, were eligible for the DuPont
4 variable compensation program?

5 A. There could have been some employees that were
6 not eligible for bonus with DuPont that we made eligible
7 when they joined CSC.

8 Q. Were all of the employees that were eligible at
9 DuPont for their bonus program eligible for the AMIP?

10 MR. SEEGULL: At what point in time?

11 MR. WILSON: At the transition in 1997.

12 A. If they moved into a job position that was
13 comparable to the one they had at DuPont and we verified
14 through the records provided to us by DuPont that they
15 were not only eligible but, in fact, had received awards,
16 earnings, then yes, we made them eligible with CSC.

17 Q. So was the AMIP program given to these
18 individuals to replace the DuPont bonus program that they
19 had at DuPont?

20 MR. SEEGULL: Objection. Vague and
21 ambiguous.

22 BY MR. WILSON:

23 Q. Let me ask it another way.

24 Was the AMIP bonus given to them as a means



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1 to fairly compensate them for their bonus program that
2 they were on at DuPont?

3 A. We tried to construct a package that was both
4 financial, as well as nonfinancial, that would attract
5 the affected population and encourage them to accept an
6 offer with CSC.

7 Q. So was the AMIP bonus program used as a means
8 to try to, for lack of a better term, lure these
9 employees to come to CSC?

10 MR. SEEGULL: Objection.
11 Mischaracterization of the record.

12 MR. WILSON: You can answer.

13 MR. SEEGULL: You can answer if you
14 understand the question.

15 A. Can you repeat it, please?

16 Q. Was the AMIP bonus program put into the package
17 in an attempt to entice or, to use your word, attract
18 these people to come to CSC from DuPont?

19 A. If it was put in an individual's offer, then it
20 was an attempt at offering a comparable employment
21 package to what they enjoyed with CSC in most cases.

22 Q. After the initial transition of these
23 employees, were others added to the AMIP program?

24 A. I'm sorry. Could you explain "others"?



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1 Q. Were other DuPont employees who came over that
2 weren't initially given the AMIP bonus given the AMIP
3 bonus later on?

4 A. They might have been had they qualified to be
5 eligible for that program.

6 Q. Are you aware that Karen Masino was added to
7 the AMIP program after the initial transfer?

8 A. No.

9 Q. For those people who transitioned from DuPont,
10 the AMIP bonus is calculated into their pensionable
11 earnings, correct?

12 A. It's a fairly involved response to that. Under
13 the DuPont pension plan, it's my understanding at the
14 time, 1997, that bonus payouts were pensionable earnings
15 under the DuPont pension plan. In 1997 similar bonus
16 payouts with CSC are not pensionable earnings with CSC's
17 pension plan.

18 The offer that we made to transitioning
19 employees under contract was that, if they participated
20 in both the DuPont pension and then upon joining CSC
21 participated in CSC's pension plan, at the time when they
22 were to receive pension payments, when they were eligible
23 to receive pension payments, that a calculation would be
24 made first as if they were continued to be part of the



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1 DuPont pension plan and, second, as if they continued to
2 be part of the CSC pension plan, and those eligible
3 individuals would then receive the higher of the two
4 payments.

5 Q. Do you know how long CSC has had the AMIP bonus
6 program?

7 A. No.

8 Q. Is it fair to say that the AMIP program is an
9 incentive program?

10 A. Yes.

11 Q. Can you tell me what it's based on?

12 A. I can describe the program as I have
13 participated in it and what it was based on.

14 It's based on financial objectives for the
15 corporation and it's based on financial objectives that I
16 personally have responsibility for, as well as
17 nonfinancial objectives that I agree with with my
18 manager.

19 Q. Would those be characterized as corporate
20 objectives?

21 A. The financial objectives are corporate
22 objectives, yes.

23 Q. Are there group objectives?

24 A. There could be, yes.



1 Q. What are group objectives?

2 A. Group objectives are generally financial
3 objectives, in my experience.

4 Q. When you say "financial objectives," what do
5 you mean by that?

6 A. For example, revenue, operating income, margin,
7 day sales outstanding, perhaps return on investment.

8 Q. So these different categories, revenue,
9 operating income, are these categories that are
10 contributed to by the business throughout the fiscal
11 year?

12 A. I think that's a fair characterization. All of
13 the business units' financials roll up into the corporate
14 financials, yes.

15 Q. In order to be eligible to receive an AMIP
16 bonus, you would have to be participating in the program
17 during the fiscal year, correct?

18 MR. SEEGULL: Objection. Go ahead, you can
19 answer.

20 A. You'd have to be eligible to participate and
21 you would have to continue to be eligible to participate
22 and be employed with CSC at the time the bonus payouts
23 are calculated and earned and then, in fact, paid out.

24 Q. So is it your testimony that, if you're removed



1 from the program prior to the payout, you're not eligible
2 to receive the AMIP bonus?

3 A. Yes.

4 Q. For any portion of the year?

5 A. Yes.

6 Q. People who are added to the AMIP program during
7 the fiscal year, are they eligible for the AMIP bonus?

8 A. If they follow the same conditions. If they
9 continue to be eligible and they're employed at the time
10 the bonus payouts are calculated and then paid out.

11 Q. If they're only in the program for six months
12 out of the fiscal year, do they get a full AMIP bonus?

13 A. No.

14 Q. Or is it prorated?

15 A. It would be prorated for the time that they
16 joined the program.

17 Q. But you don't prorate it for people who are
18 removed?

19 A. No. Not that I'm aware of.

20 Q. The AMIP bonuses are prorated based upon the
21 number of months that you're in the program, correct, if
22 it's prorated at all?

23 A. In my experience, when someone joined and was
24 eligible to participate for a portion of the year, then



1 yes, it would be based on a monthly participation.

2 That's how the prorata share would be calculated, yes.

3 Q. Participation in the program is supposed to be
4 evaluated annually, correct?

5 A. Yes.

6 Q. When is that evaluation supposed to occur?

7 MR. SEEGULL: Objection. Hypothetical.

8 BY MR. WILSON:

9 Q. According to the policy, when is the evaluation
10 to occur?

11 MR. SEEGULL: Which policy?

12 MR. WILSON: The AMIP policy.

13 MR. SEEGULL: Objection. Vague and
14 ambiguous.

15 Go ahead, you can answer if you understand
16 the question.

17 A. There is no AMIP policy.

18 Q. Is there any policy that states when the
19 evaluations are to take place?

20 A. If there are written -- if there is a written
21 description of the program, then the written description
22 may describe when the evaluations take place.

23 Q. We will have to come back to that.

24 If someone is added to the program at any



1 point, whether it's to be at the end of the fiscal year
2 or during the fiscal year, they're notified immediately,
3 correct, if they become eligible?

4 MR. SEEGULL: Objection. Hypothetical,
5 calls for speculation.

6 BY MR. WILSON:

7 Q. In your experience at CSC, when people have
8 been added to the AMIP program, were they notified
9 immediately?

10 A. I think they were added in a reasonable time
11 frame.

12 Q. Were they notified in a reasonable time frame?

13 A. Yes.

14 Q. What would you say a reasonable time frame is?

15 A. I would say that, upon extending an offer, for
16 example, for employment, the eligibility would be
17 addressed in an offer of employment. If someone were
18 being considered and selected for a job assignment where
19 that level made them eligible and their manager wanted to
20 make eligible for the program, then they would be advised
21 of that as part of the consideration for the opportunity.

22 Q. What about when somebody is removed from the
23 program, are they told immediately?

24 MR. SEEGULL: Objection. Hypothetical.

1 BY MR. WILSON:

2 Q. In your experience at CSC, when people have
3 been removed, have they been told within a reasonable
4 time?

5 MR. SEEGULL: Objection. Lack of
6 foundation.

7 BY MR. WILSON:

8 Q. Have people been removed from the AMIP program
9 during the fiscal year?

10 A. Yes.

11 Q. When these people have been removed, have they
12 been told within a reasonable time that they have been
13 removed from the program?

14 A. Yes.

15 Q. Once you're deemed eligible, once an employee
16 is deemed eligible for the AMIP bonus, his or her
17 participation continues until they're notified that they
18 are no longer eligible to participate, correct?

19 MR. SEEGULL: Objection.

20 A. No.

21 Q. Why is that?

22 A. First of all, the program is based on a fiscal
23 year. So at any given point in time, if you're eligible
24 to participate and you're aware that you're eligible to



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1 participate by agreement with your manager, then the
2 understanding is that it's based on that fiscal year
3 objectives. So there is no opportunity, nor is it
4 reasonable, to think that, if you were a participant in
5 one year, you would continue being a participant in
6 subsequent years.

7 Q. In general, do the managers go to their
8 employees at the beginning of the fiscal year and say
9 listen, you're in this year or you're not in this year?

10 A. Yes.

11 Q. That typically happens?

12 A. Yes.

13 Q. At the beginning of the fiscal year?

14 A. That has been my experience.

15 Q. Do you believe that the AMIP bonus is an
16 entitlement?

17 A. No.

18 Q. Who's William Bancroft?

19 A. That is a name of a vice president within CSC.

20 Q. If Mr. Bancroft characterized the AMIP as an
21 entitlement, would that change your mind?

22 A. No.

23 Q. Would Mr. Bancroft be in a position to
24 understand the AMIP program and whether or not it was an

1 entitlement?

2 MR. SEEGULL: Objection. Calls for
3 speculation as to his understanding.

4 If you know what his understanding is, you
5 can answer, I suppose.

6 BY MR. WILSON:

7 Q. A person in that position, would they normally
8 have an understanding as to the AMIP program and whether
9 or not it was an entitlement?

10 MR. SEEGULL: Objection. Lack of
11 foundation.

12 If you know the answer, you can answer.

13 A. I would say that, if an individual in CSC is in
14 a vice president position and has people that direct
15 report to him or her, they should be in a position to be
16 aware of the program.

17 Q. Did Mr. Bancroft have people report to him?

18 A. To the best of my knowledge, yes.

19 Q. Do you consider the AMIP bonus a part of the
20 employee's salary?

21 A. No.

22 Q. Do you know who Gary Lewis is?

23 A. I'm familiar with the name.

24 Q. Do you know what his position at CSC is or was?



1 A. No.

2 Q. Do you know if Gary Lewis held a position at
3 CSC higher on the corporate ladder than yours?

4 MR. SEEGULL: Objection. Asked and
5 answered.

6 MR. WILSON: I don't think she did answer.

7 MR. SEEGULL: I thought she said she did
8 not know his position.

9 MR. WILSON: She could know whether he's
10 higher up than her.

11 MR. SEEGULL: If you know the answer, you
12 can answer.

13 A. I don't know.

14 Q. Are the AMIP bonuses earned by the participants
15 over the course of the fiscal year?

16 A. No.

17 MR. WILSON: I'd like to have that marked.

18 (Eltzroth Deposition Exhibit No. 1 was
19 marked for identification.)

20 BY MR. WILSON:

21 Q. Take your time and look over that document, if
22 you would. I'm not going to ask you about the entire
23 document, just several pieces of it.

24 Have you ever seen this document before?



Dorothy J. Eltzroth

1 A. Yes.

2 Q. In what context did you see it?

3 A. On Wednesday when I met with Larry Seegull.

4 Q. Had you seen it prior to that?

5 A. No.

6 Q. I'd like to direct your attention down on the
7 first page to letter G in that paragraph there. States:
8 "'Award Year' means the fiscal year of the Company over
9 which the performance of Participants and the Company is
10 measured for the purpose of determining the annual
11 incentive award earned, if any."

12 Is that what that paragraph says?

13 A. Yes.

14 Q. Would you agree with this paragraph that the
15 performance of each participant is measured over the
16 course of the entire fiscal year?

17 MR. SEEGULL: That's not what that says.

18 MR. WILSON: The performance of the
19 participants and the company is measured in the award
20 year.

21 MR. SEEGULL: I'm sorry. I'm not following
22 you.

23 If you understand the question, you can
24 answer.



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1 BY MR. WILSON:

2 Q. Does this paragraph mean that the performance
3 of each participant is measured over the course of the
4 entire fiscal year or award year?

5 MR. SEEGULL: I'm going to object. She
6 didn't draft this document. She has never seen this
7 document before other than in preparation for her
8 deposition. She had no familiarity with the document.
9 It's lack of foundation that she doesn't know who drafted
10 this document or what it was drafted for or what the
11 purpose was or who drafted it.

12 MR. WILSON: I'm asking her if she
13 agrees --

14 MR. SEEGULL: You can ask her a general
15 question about how performance was measured, if that's
16 what your question is.

17 MR. WILSON: I'm asking her if she agrees
18 with the statement in the paragraph.

19 MR. SEEGULL: The statement in the
20 paragraph is drafted for its own purpose. Why don't you
21 ask her generally if she agrees with the notion. I guess
22 that you want to have her say that awards are earned over
23 the course of the year. Is that what your point is?

24 MR. WILSON: I'm asking her if she agrees



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1 with the statement in this CSC document.

2 MR. SEEGULL: I don't know what that means,
3 agrees with a statement in a document that was drafted in
4 1983. She wasn't involved at all in drafting the
5 document.

6 If you understand the question, you can
7 answer.

8 A. The fiscal year is the measurement period for
9 measuring and assessing performance.

10 Q. And the performance of the eligible
11 participants is evaluated throughout the course of the
12 fiscal year, correct?

13 A. No. It's evaluated at the end of the fiscal
14 year.

15 Q. It's evaluated at the end of the fiscal year,
16 but the performance throughout the fiscal year is what is
17 evaluated.

18 MR. SEEGULL: Objection. Asked and
19 answered numerous times now.

20 MR. WILSON: I don't think it has been.

21 MR. SEEGULL: I don't think you like the
22 answer, but you have asked it numerous times. She's
23 answered it.

24 MR. WILSON: You can answer the question.



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1 MR. SEEGULL: You can answer it again.

2 THE WITNESS: Would you restate the
3 question?

4 BY MR. WILSON:

5 Q. You stated that the evaluation took place at
6 the end of the fiscal year, but that evaluation takes
7 into consideration the participant's performance
8 throughout the fiscal year, correct?

9 MR. SEEGULL: Objection. Asked and
10 answered.

11 If you understand his question, you can
12 answer.

13 A. The best way I can answer your question is to
14 say that the objectives are evaluated at the end of the
15 year relative to achievement of those objectives.

16 Q. And the achievement of the objectives takes
17 place throughout the fiscal year, correct?

18 MR. SEEGULL: Objection. Asked and
19 answered.

20 MR. WILSON: I don't think it has been.

21 MR. SEEGULL: Let's not go over the same
22 question 20 times. She's answered it.

23 BY MR. WILSON:

24 Q. So it's your testimony that the only thing



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1 that's evaluated is the person's performance on one day
2 out of the year. Is that your testimony?

3 MR. SEEGULL: Objection. That's
4 mischaracterizing the record, and I think you know that.

5 MR. WILSON: I don't think it is. She says
6 it's evaluated at the end of the fiscal year.

7 MR. SEEGULL: She said the objectives are
8 measured against --

9 MR. WILSON: Right. I asked her what fed
10 into those objectives. Was it performance of the
11 employees that fed into those objectives throughout the
12 fiscal year.

13 MR. SEEGULL: Why don't you ask about
14 specific performance objectives, specific earnings per
15 share or revenue, whatever objective it is you want to
16 ask about.

17 MR. WILSON: I don't think I need to,
18 Larry.

19 MR. SEEGULL: If you understand his
20 question, go ahead and answer.

21 A. As I understood the question was that
22 essentially an eligible participant would be evaluated on
23 one day, and the answer to that is no. The objectives
24 that are set forth for the fiscal year are measured at



1 the end of the fiscal year relative to achieving those
2 objectives.

3 Q. Correct. But doesn't data go into those
4 objectives throughout the year to determine if the
5 objectives are met at the end of the fiscal year?

6 MR. SEEGULL: Objection. Hypothetical,
7 calls for speculation. It depends on the objectives,
8 depends on the performance, depends upon what it is
9 you're measuring.

10 Go ahead, you can answer if you understand
11 his question.

12 THE WITNESS: I'm not sure. I'm not quite
13 sure how to respond to that. What you said, Larry, was
14 true. It does depend on the objective. For example, for
15 financial objectives, obviously, as the revenue is
16 recognized by the company throughout a fiscal year, then
17 that revenue would be measured at the close of the fiscal
18 year against objectives.

19 BY MR. WILSON:

20 Q. But the monies come in throughout the fiscal
21 year that contributes to that objective.

22 A. Yes. In the example I gave with revenue, then
23 revenue would be recognized as appropriate throughout the
24 fiscal year and there would be a set target as part of



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1 that objective at the beginning of the fiscal year. At
2 the close of the fiscal year, once the books are closed
3 for the fiscal year, then that target for the objective
4 would be assessed relative to actual and there would be a
5 determination made either the revenue target was met or
6 it was not.

7 Q. Can you identify an objective that data does
8 not go into throughout the whole fiscal year, that only
9 part of the fiscal year is measured?

10 MR. SEEGULL: Objection. Vague and
11 ambiguous.

12 A. No.

13 Q. Is your answer no?

14 A. My answer is no.

15 Q. Are you eligible for the AMIP bonus?

16 A. I am currently eligible for this year, yes.

17 Q. Have you been eligible in previous years?

18 A. In some, yes.

19 Q. Has there been a break in your eligibility; in
20 other words, once you became eligible, was there a year
21 where you stopped being eligible and then it picked up
22 again?

23 A. No.

24 Q. How many years have you been eligible?



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1 A. I believe the first time I was eligible was
2 1995, possibly 1994.

3 Q. Are you told at the beginning of the fiscal
4 year every year that you're eligible?

5 A. Yes.

6 Q. Who typically communicates this to you?

7 A. My manager.

8 Q. Who's that?

9 A. Right now it's Jack Farrell.

10 Q. It always happens at the beginning of the
11 fiscal year?

12 A. Within that time period, yes.

13 Q. If you're not told on the first day of the
14 fiscal year that you're eligible, do you think that you
15 are still participating?

16 A. No.

17 Q. Do you have any knowledge of the notice that
18 was given to the plaintiffs in this lawsuit about their
19 ineligibility for the AMIP bonus?

20 A. No.

21 Q. Do you have any knowledge why it was decided to
22 remove these people from the AMIP program?

23 A. No.

24 Q. Do you know who the decision-makers were that



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1 made this decision?

2 A. No.

3 Q. Are you aware of the CSC ethics policy?

4 A. Yes.

5 Q. Did you participate in drafting it?

6 A. No.

7 Q. How often is the ethics policy reviewed with
8 CSC employees?

9 A. Annually.

10 Q. Is there a specific time of year when that's
11 done?

12 A. Generally within the fall time frame.

13 Q. Is there a section in the ethics policy
14 regarding employees?

15 MR. SEEGULL: I'm going to object to this
16 line of questioning on relevance grounds.

17 Go ahead, you can answer.

18 A. I actually don't understand the question.

19 Q. Is there a section in the ethics policy that
20 pertains to being ethical with CSC employees? I'll tell
21 you what. I'll show it to you.

22 A. Okay.

23 Q. I can kind of direct you to it.

24 MR. SEEGULL: I would ask for a continuing



1 objection along these lines of questions, if you don't
2 mind, concerning the ethics policy.

3 (Eltzroth Deposition Exhibit No. 2 was
4 marked for identification.)

5 MR. SEEGULL: Take your time to read it.

6 BY MR. WILSON:

7 Q. I appreciate you reading the whole thing, but
8 I'd like to refer you to the page that's marked
9 Miller 151 on the bottom. And the first paragraph at the
10 top there states: "You must use fairness, honesty, and
11 comply with the law in all business relationships with
12 CSC stockholders, customers, suppliers, employees, and
13 applicants"... And then it goes on.

14 Would you agree that this paragraph applies
15 to CSC employees?

16 A. Yes.

17 Q. To your knowledge, when there were discussions
18 to remove individuals from the AMIP program, did anybody
19 raise any concern that this action might violate the CSC
20 ethics policy?

21 A. I'm not aware of any conversation to remove
22 people from the program. I don't know how to answer your
23 question.

24 Q. You didn't have any knowledge that they were



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1 considering removing people from the program?

2 A. No.

3 Q. Knowing what you know now, do you believe that
4 the action of retroactively removing these people from
5 the program is consistent with the ethics policy?

6 A. Yes.

7 Q. You don't think it violates the policy?

8 A. No.

9 Q. Do you have any knowledge of the criteria or
10 the objectives that were used in fiscal year 2003 for the
11 AMIP program in the Chemical Group?

12 A. No.

13 Q. Because you were out of the Chemical Group by
14 now, right?

15 A. That's correct.

16 Q. That's going to make this quick.

17 Do you know what the payout for the AMIP
18 bonus program for the Chemical Group was in fiscal year
19 2004?

20 A. No.

21 Q. I've just got one document I want to show you
22 and then I should be done.

23 MR. SEEGULL: This is going to be
24 Exhibit 3?

